Form **8937**
(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions
Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-2224

Part I   Reporting Issuer

1 Issuer's name	2 Issuer's employer identification number (EIN)
TAYLOR CAPITAL GROUP, INC.	36-4108550

3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact
GAIL PEARSON	847 653-7110	gpearson@coletaylor.com

6 Number and street (or P.O. box if mail is not delivered to street address) of contact	7 City, town, or post office, state, and Zip code of contact
9550 W HIGGINS ROAD	ROSEMONT IL 60018

8 Date of action	9 Classification and description
11-15-12	PERPETUAL NON-CUMULATIVE PREFERRED STOCK , SERIES A

10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
876851882	N/A	TAYCO	N/A

Part II   Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On November 15, 2012 Taylor Capital Group, Inc. (the "Company") conducted a public offering of 4,000,000 shares of

8.00% Perpetual Non-Cumulative Preferred Stock, Series A par value $.01. The public offering price was $25.00 per Preferred Share.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ As a result of the Series A offering, a U.S. taxpayer/shareholder creates basis in the

Perpetual Non-Cumulative Preferred Stock, Series A equal to the fair market value of the property exchanged for the stock decreased by

the fair market value of any other property received.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ A U.S. taxpayer/shareholder takes an original basis for property equal to its cost to the taxpayer/shareholder.

Part II   Organizational Action (continued)

17   List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____
The applicable Code section is Section 1012.

18   Can any resulting loss be recognized? ▶ **Shareholders will not recognize a loss for U.S. federal income tax purposes in connection**
with the Series A offering.

19   Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **The information herein represents**
the Company's understanding of existing U.S. federal income tax law and regulations and does not constitute tax advice. It does not
purport to be complete or to describe tax consequences that may apply to particular categories of stockholders, including in particular, the
possibility of applying different methods for allocating tax basis. The Company does not provide tax advice to its shareholders. However, to
ensure compliance with requirements imposed by the IRS, the Company informs you that any U.S. tax advice contained herein is not
intended or written to be used, and cannot be used, for purposes of (i)avoiding penalties under the Internal Revenue Code of 1986, as
amended, or (ii) promoting, marketing, or recommending any transaction or matter discussed herein.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ _Randall T. Conte_   Date ▶ _12/7/12_

Print your name ▶ _Randall T. Conte_   Title ▶ _CFO_

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054